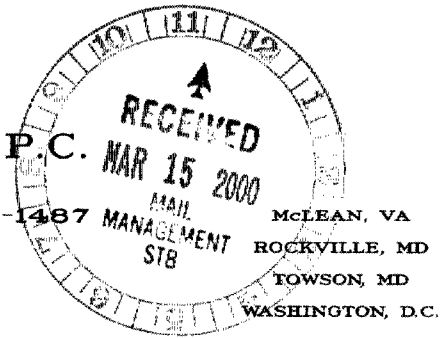


CAMBRIDGE, MD  
COLUMBIA, MD  
EASTON, MD  
FREDERICK, MD

LAW OFFICES  
**MILES & STOCKBRIDGE P.C.**  
10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487  
TELEPHONE 410-727-6464  
FAX 410-385-3700



March 14, 2000

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Ms. Toleda Stokes

RECORDATION NO. **12695-J** FILED  
MAR 24 '00 2-50 PM  
73  
SURFACE TRANSPORTATION BOARD

OFFICE OF THE  
SECRETARY  
RECEIVED  
TELEPHONE UNIT  
MAR 24 10 00 AM '00  
SURFACE TRANSPORTATION  
BOARD

**Re: Lease Termination by Banc One Leasing Corporation**

Dear Ms. Stokes:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of a **Lease Termination**, dated March 13, 2000, releasing and terminating a Lease of Railroad Equipment dated as of December 1, 1980 between Valley Bank Leasing, Inc. as Lessor and The Dow Chemical Company as Lessee, recorded with the Interstate Commerce Commission on December 31, 1980 and receiving recordation number 12695B.

The name and addresses of the parties to the enclosed document are:

Successor Lessor: Banc One Leasing Corporation  
1111 Polaris Parkway  
Suite A3  
P.O. Box 711085  
Columbus, Ohio 43271-1085

A description of the railroad equipment covered by the enclosed document is:

Eleven (11) covered hopper railcars bearing reporting marks and road numbers as set forth on Exhibit A1 attached to the Lease Termination.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return a stamped copy of the enclosed document to the undersigned.

**MILES & STOCKBRIDGE P.C.**

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3521.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Henryka Gryc".

Henryka Gryc

Enclosures

RECORDATION NO. 12695-J FILED

# LEASE TERMINATION

MAR 24 '00

2-50 PM

SURFACE TRANSPORTATION BOARD

The undersigned, Banc One Leasing Corporation, as successor Lessor hereby releases and terminates the following lease only as to the rail cars identified in the attached Exhibit A1, and a part of the LEASE OF RAILROAD EQUIPMENT dated as of December 1, 1980 between THE DOW CHEMICAL COMPANY and VALLEY BANK LEASING, INC. (the "Lease") recorded with the Interstate Commerce Commission on December 31, 1980 receiving recordation number 12695B. This termination shall not terminate or otherwise affect any tax indemnities provided by the Lease or agreements related thereto.

Dated: March 13, 2000

BANC ONE LEASING CORPORATION

By: *Rick Ballantine*

Title: President + CEO

State of Ohio )  
 ) ss:  
County of DELAWARE )

On this 13<sup>th</sup> day of March    , 2000, before me, personally appeared RICK BALLANTINE, to me personally known, who being by me duly sworn, says that (s)he is the PRESIDENT + CEO of Banc One Leasing Corporation, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SHARON L. BOGGESS  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES APRIL 9, 2001

[seal]

*Sharon L. Boggess*  
Signature of Notary Public

My commission expires

## **Exhibit A1**

Equipment: Eleven (11) 5250 cubic foot covered hopper railcars currently having DOWX reporting marks and the following identifying car numbers:

5318, 5319, 5333, 5372, 5383, 5388, 5403, 5419, 5426, 5432, 5442

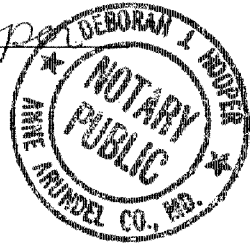
The Purchase Price of each car is \$11,500. The Closing date is March 13, 2000 or sooner as mutually agreeable to Buyer and Seller.

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Lease Termination by Banc One Leasing Corporation dated as of March 13, 2000, is a true and complete copy of said Lease Termination.

WITNESS my hand and seal this 14<sup>th</sup> day of March, 2000.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/02

RECORDATION NO. 12695-J FILED

MAR 24 2000

2-50 PM

SURFACE TRANSPORTATION BOARD